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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. **14621-G** FILED

OCT 27 '00

10-20 AM

TS

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

October 26, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Number 14621.

The name and address of the party to the enclosed document are:

Lessee: Consolidated Rail Corporation  
2001 Market Street  
P.O. Box 41418  
Philadelphia, PA 19101-1418

A description of the railroad equipment covered by the enclosed document is:

11 locomotives with reporting mark CR previously changed to NYC and now changed to CSXT and road numbers changed per the schedule attached hereto.

Mr. Vernon A. Williams  
October 26, 2000  
Page Two

A short summary of the document to appear in the index follows:

Statement of New Reporting Marks by Consolidated Rail Corporation relating to 11 locomotives with reporting mark CR previously changed to NYC and now changed to CSXT and road numbers changed per the schedule attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6622  
CR 6626  
CR 6628  
CR 6629  
CR 6630  
CR 6633

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 7116  
CSXT 7117  
CSXT 7118  
CSXT 7119  
CSXT 7120  
CSXT 7121

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6634  
CR 6635  
CR 6638  
CR 6640  
CR 6642

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 7122  
CSXT 7123  
CSXT 7124  
CSXT 7125  
CSXT 7126

STATEMENT OF NEW REPORTING MARKS dated as of  
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A  
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A  
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified  
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of  
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation  
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule  
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment  
have been assigned and granted as security by the Lessor, pursuant to that certain  
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security  
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called  
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface  
Transportation Board or the Interstate Commerce Commission on the date specified in  
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of  
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject  
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail  
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the  
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the  
United States Code to show for the public record both such reporting marks, and to  
preserve the protection of the rights afforded to the Lessor and the Secured Party in the  
Subject Equipment by said section 11301, when, if, as and whether such reporting marks  
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. Mcadden

RECORDATION NO. 14621-G FILED

OCT 27 '00 10-20 AM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Item 1, Lease:

dated as of March 15, 1985

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,  
Boston, MA 02110, as successor to Connecticut Bank and Trust  
Company, One Constitution Plaza, Hartford, CT 06115, acting not  
in its individual capacity but solely as trustee for Progress Leasing  
Corporation under that certain Trust Agreement dated as of  
March 15, 1985

Item 3, date of recordation of lease:

April 11, 1985

Item 4, recordation number of lease:

~~11303~~ 14621

Item 5, Security Agreements:

dated as of March 15, 1985

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as  
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins  
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

April 11, 1985

Item 8, recordation number of Security Agreements:

~~11303~~ 14621

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6622  
CR 6626  
CR 6628  
CR 6629  
CR 6630  
CR 6633

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 7116  
CSXT 7117  
CSXT 7118  
CSXT 7119  
CSXT 7120  
CSXT 7121

**Original Reporting  
Marks and Identifying  
Numbers**

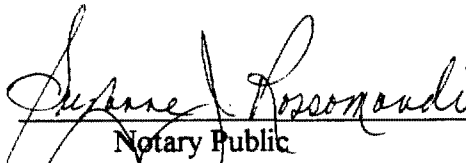
CR 6634  
CR 6635  
CR 6638  
CR 6640  
CR 6642

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 7122  
CSXT 7123  
CSXT 7124  
CSXT 7125  
CSXT 7126

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
**NOTARIAL SEAL**  
Suzanne J. Rossomando, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 28, 1999

My commission expires:

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Statement of New Reporting Marks with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/26/00

  
\_\_\_\_\_  
Robert W. Alvord